

As Amended June 2005

**CONSTITUTION  
OF THE  
NATIONAL ASSOCIATION OF ATTORNEYS GENERAL**

**ARTICLE I**

**Name and Purpose  
(Revised December 1997)**

The name of this organization shall be the National Association of Attorneys General. The purpose of the Association is to provide a forum for the exchange of views and experiences on subjects of importance of the chief legal officers of the states and other jurisdictions that are members of the Association; to foster interstate and state/federal cooperation on legal and law enforcement issues; to conduct policy research and analysis of issues pertaining to law enforcement and the law; to improve the quality of legal services provided to the states and territories; and to facilitate communication between the states' chief legal officers and all levels of government.

**ARTICLE II**

**Membership/Association Staff  
(Revised December 1997)**

Section 1. Members: Membership shall be composed of the Attorneys General of the several states, territories, and commonwealths; and Attorneys General of other jurisdictions of the United States upon recommendation of the Executive Committee and majority vote of the members.

Section 2. Association Staff: The Association's purpose, set out in Article 1, including fostering interstate and state/federal cooperation on legal and law enforcement issues and facilitating communication between the states' chief legal officers and all levels of government, is carried out pursuant to the direction and approval of its membership. The functions of the Association are not independent of the functions of its membership. NAAG staff are in a confidential relationship with the Attorneys General and may act as their agent when so directed by the Attorneys General.

In order to further the purpose of the Association and its membership, Association members may assert that certain Association communication, including communication that is written, verbal, or electronic, be deemed confidential and subject to the same privileges of discovery and litigation protection afforded to that Attorney General or his or her staff. This includes all written, verbal, or electronic communication that is, or is intended to be, confidential and/or not available for public dissemination that is received by the Association from any Attorney General or his or her staff; that is generated by the staff of the Association for use by an Attorney General and/or his or her staff; or communication that is received by the Association from any federal agency involved in state/federal law enforcement activities.

## **ARTICLE III**

### **Meetings**

Section 1. Regular Meetings: There shall be three meetings of the Association each year; a summer meeting, a winter meeting, and a spring meeting. The spring meeting shall be held in Washington, D.C., and the other two meetings shall be held in locations to be designated by the Executive Committee. Summer and winter are full meetings for the purpose of committee meetings and transacting other Association business, the spring meeting is for the purpose of meeting with the President, other members of the Administration, and members of Congress, and for transacting other Association business.

Section 2. Procedure: Except where otherwise provided by this Constitution or any bylaws Robert's Rules of Order, Newly Revised, 1981, shall govern the proceedings of all meetings of the Association or its committees.

Section 3. Quorum: For purposes of transacting business at regular meetings, including the adoption of resolutions, 28 members shall constitute a quorum. The deputy or assistant who officially represents an Attorney General shall be counted in determining whether or not a quorum is present and shall be entitled to vote on his behalf.

Section 4. Program: Programs for Association meetings shall be arranged by the Executive Director, in consultation with the President, based on such recommendations as the Executive Committee or the members may make.

Section 5. Special Meetings: Special meetings may be called by the Executive Committee. A special meeting shall be called if requested by ten members of the Association. The quorum requirement and notice requirement of Sections 3 and 6 of this Article shall apply to all special meetings.

Section 6. Notice of Meetings: The Executive Director shall give the members at least ten days advance notice of all Association meetings.

## **ARTICLE IV**

### **Officers**

Section 1. Officers: The officers of this Association shall be a President, President-Elect, Vice President, and Immediate Past President. Each of the officers shall be from a different region.

Section 2. Election of Officers: The election of officers shall take place at a business session during the summer meeting.

Section 3. Terms of Officer: The term of each officer of this Association shall be from adjournment of the summer meeting at which such officer was elected in accordance with Section 2 of this Article, until adjournment of the next summer meeting at which a successor shall be chosen in accordance with Section 2 of this Article; or until membership in the Association is terminated whichever shall occur first.

Section 4. Duties of the President: The President shall perform the usual duties of a presiding officer at all meetings of the Association and shall appoint members, chairmen, and vice chairmen to all standing, special, an ad hoc committees of the Association, except as provided for in Article VI. The President shall consider the interest, expertise, and previous Association positions held, and geographic balance as factors in appointing committee chairs.

Section 5. Succession of Officers: The President-Elect shall succeed to and complete the term of office of the President in the event that the President shall resign or otherwise be unable to serve. If such succession occurs, the Vice President shall succeed to and complete the term of office of the President-Elect. The Vice President shall succeed to and complete the term of office of the President in the event that the President and President-Elect shall both resign or otherwise be unable to serve. A vacancy of the office of Vice President, created by any reason whatsoever, shall be filled by election by the members of the Executive Committee. In the event that a vacancy shall occur in the Office of the President, and the President-Elect and Vice President shall both be unable to succeed, the Office of the President shall be filled by election by the remaining members of the Executive Committee.

## **ARTICLE V**

### **The Executive Committee (Revised March 2000)**

Section 1. Membership: The Executive Committee shall be composed of eleven Attorneys General: the President, President-Elect, Vice President, the Immediate Past President of the Association, the four regional chairs or their designees elected and certified by each regional group at the Association's summer meeting by a majority of those in attendance; in addition, the President shall appoint three additional members, one of whom shall be from a non-state jurisdiction, and one of whom shall have served less than three years. In making these appointments, the President shall strive to ensure representative balance on the Committee; only regular members as defined in Article II are eligible for election to the Executive Committee.

Section 2. Powers and Duties: The Executive Committee shall have charge of funds, property, and management of the Association, forming a consulting and advisory body for the direction of its policies and affairs. The Committee shall develop and propose to the membership annual budgets

governing expenditures by the Association and may appropriate funds from the net balance in the treasury for expenses in carrying on the work of the Association.

The Executive Committee shall be responsible for the oversight of staff services to the committees of the Association and shall disburse funds collected under Article VII and shall also manage funds granted to the Association. The Executive Committee shall direct staff to provide research and support activities to the committees of the Association as is determined to be necessary to increase the effectiveness of the Association and to provide maximum services to the membership.

The Executive Committee shall also serve as the Committee on Future Developments for the Association. The Committee shall be responsible for strategic planning, including identification of areas of emerging needs of Attorneys General, services the Association may provide to Attorneys General and their offices, and methods for implementing the strategic plan in order to fulfill the purposes of the Association. The Committee shall report its findings, recommendations, and plans to the membership at the winter and summer meetings.

Section 3. Appointment of Executive Director: The Executive Committee shall employ, and fix the salary of the Executive Director. The Executive Director is the chief operating officer of the Association and will carry out the normal duties of that office, including hiring of staff, setting of staff salaries in consultation with the Budget Committee, and supervision of fiscal matters pursuant to the approved budget.

Section 4. Quorum: A quorum for purposes of transacting official business at meetings of the Executive Committee shall be five members.

## **ARTICLE VI**

### **Other Committees (Revised June 1995)**

Section 1. Creation of Committees: Standing Committees may be created or terminated by action of a majority of the members at any regular or special meeting of the Association. Special or Ad Hoc Committee may be created by similar action, or by the President with the approval of the Executive Committee. Nothing in this Section is intended to govern the selection of a Nominating or Resolutions Committee, as called for in Sections 4 and 5 of this Article.

Section 2. Committee Actions: Each committee of the Association shall study all substantive matters -- including but not limited to proposed federal legislation and court or administrative actions -- within the assigned jurisdiction of such committee. Each committee shall make recommendations to the Association for policy positions within its substantive area. Association approval of such proposed

positions shall be by resolution in accordance with provisions of Article IX. Where factors preclude presenting proposed positions to the full Association, the Executive Committee shall review and by majority vote approve on an interim basis any such proposed position before it may be presented as the view of the Association. Such interim resolution shall be presented to the membership at its next full meeting and before such presentation shall be clearly identified as an interim resolution. It is understood that no action of the Association as a whole prohibits individual Attorneys General from taking a stand at variance therewith.

Section 3. Quorum: A quorum for purposes of transacting official business at meetings of any standing, special, or ad hoc committee shall be a majority of its members.

Section 4. Nominating Committee: A Nominating Committee consisting of one member from each of the four regional groups and selected yearly by the President, shall meet at the summer meeting and shall report to a business session scheduled for election of officers. The Nominating Committee shall nominate members to serve as officers for the coming year.

Section 5. Resolutions Committee: For each regular meeting at which resolutions will be considered, the President shall appoint a Resolutions Committee, which shall report to a business session scheduled for consideration of resolutions. If any member so appointed shall not be in attendance at the regular meeting, he shall cease to be a member of the Resolutions Committee, and the President may appoint another member in his place. The Resolutions Committee shall make recommendations to the full membership on resolutions whose subject matter does not fall within the jurisdiction of any standing or special committee.

Section 6. Budget Committee: The Executive Committee as defined in Article V shall serve as a Budget Committee. The Committee shall be responsible for preparing and recommending a budget for the Association to the Association.

The proposed budget prepared by the Committee shall identify all anticipated revenues, from dues and other sources, and the proposed budget should not exceed the sum of all anticipated revenues and eligible reserves.

The NAAG Director shall report to the Executive Committee on a quarterly basis as to whether revenue collections met the anticipations of the Committee in preparing the budget and shall report whether expenditures are within and authorized by the approved budget. A yearly independent audit of the books of the Association will be done and the results shared with the membership.

Section 7. Term of the Chair: The term of the committee chairs shall be identical to the terms of the Association officers as is set forth in Article IV, Section 3. Committee chairs may succeed themselves for one additional term on the same committee.

## **ARTICLE VII**

### **Dues**

Section 1. Basic Dues Schedule: Subject to the provisions of Sections 2 and 3 of this Article, the dues and publications/technical assistance fees for each Attorney General shall be assessed according to the following schedule, which is based upon the population of each jurisdiction. Each state's grouping on the schedule shall be readjusted by the Executive Office of the Association as soon as practicable following the availability of the population figures of the midterm and decennial census.

### **STATE ASSESSMENT CATEGORIES FY06**

<b>GROUP 1</b>	<b>\$57,031</b> California, Florida, Illinois, Michigan, New York, Ohio, Pennsylvania, Texas
<b>GROUP 2</b>	<b>\$49,539</b> Georgia, Indiana, Massachusetts, New Jersey, North Carolina, Tennessee, Virginia, Washington
<b>GROUP 3</b>	<b>\$42,152</b> Alabama, Arizona, Colorado, Louisiana, Maryland, Minnesota, Missouri, Wisconsin
<b>GROUP 4</b>	<b>\$34,520</b> Connecticut, Iowa, Kentucky, Oklahoma, Oregon, Puerto Rico, South Carolina
<b>GROUP 5</b>	<b>\$28,202</b> Arkansas, Kansas, Mississippi, Nevada, New Mexico, Utah, West Virginia
<b>GROUP 6</b>	<b>\$23,044</b> Hawaii, Idaho, Maine, Montana, Nebraska, New Hampshire, Rhode Island

**GROUP 7**                    **\$17,500**  
Alaska, Delaware, District of Columbia, North Dakota, South Dakota, Vermont,  
Wyoming

**GROUP 8**                    **\$10,200**  
American Samoa, Guam, Northern Mariana Islands, Virgin Islands

Section 2.        Executive Committee's Limited Authority to Change Dues and Other Charges: Dues and publications/technical assistance fees as set forth in Section 1 of this Article and any other charges that have been levied or may be levied pursuant to Article VIII of this Constitution may be changed by the Executive Committee of this Association, only once during any calendar year, with the percentage of changes not to exceed the percentage of change reported by the Consumer Price Index for the previous year.

Section 3.        Membership's Authority to Change Dues: The dues of the Association may be changed by resolution of the membership at any regular meeting of the Association. Such resolution in order to take effect shall be approved by a majority of the membership.

## **ARTICLE VIII**

### **Other Charges**

Other charges for the purpose of this Association may be levied by a majority of the membership of the Association at any regular meeting, or any special meeting called for the purpose, after ten days written notice to each member of any such proposed charge.

## **ARTICLE IX**

### **Resolutions**

**(Revised August 1996)**

Section 1.        Regular Meetings: At regular meetings, any proposal for the expression of a policy position by the Association shall be prepared in the form of a resolution. As a general rule, all resolutions must be submitted to the NAAG office at least 30 days prior to the meeting at which action is proposed to be taken. Resolutions so submitted will be sent to committee members for review and action. Committee chairs will convene their committee (generally by conference call) to consider such resolutions within two weeks of their receipt. Committee action will be recorded in the briefing materials sent to all Attorneys General preceding the meeting. Resolutions recommended by the committee will be taken up by the full membership in plenary session. The advance notice rule may be waived if 20 Attorneys General or their proxies request a matter be brought before the meeting for action.

If the subject matter addressed by any resolution would cause such resolution to come within the scope and subject matter covered by any of the Association's Standing or Special Committees, and if said Committee is convened for business at that meeting, such resolution shall be submitted to the appropriate Standing or Special Committee for its consideration and action; and upon favorable recommendation by the Standing or Special Committee shall be brought to the floor for the action by the Association at the time designated for the report of that Standing or Special Committee to the membership.

If the subject matter addressed by any resolution would not cause such resolution to come within the scope and subject matter covered by any of the Association's Standing or Special Committees or said Committee is not convened for business at a regular meeting, if the agenda of any regular meeting has not provided for a meeting of the appropriate Standing or Special Committee, such resolution shall be submitted to the Resolutions Committee. Upon favorable recommendation by the Resolutions Committee it shall be brought to the floor for action by the Association at the time designated for the report of the Resolutions Committee to the membership. Adoption of these resolutions by the Association shall be by voice vote unless a roll call vote is requested by five members.

Resolutions submitted to a Standing or Special Committee or to the Resolutions Committee, but not reported favorably by such Committee, may be brought before the Association for its consideration and action if a majority of members of the Association or their designees present and voting consent.

Resolutions not submitted to a Standing or Special Committee or to the Resolutions Committee at a regular meeting may be brought before the Association for consideration and action by unanimous consent.

All resolutions other than those seeking authorization for legal action shall be adopted by voice vote, unless a roll call vote is requested by five members and shall require a 2/3 favorable vote of members of the Association (or their designees) present and voting.

Section 2. Special Meetings: Resolutions may be brought before special meetings if a quorum is present and if 75 percent of those members present consent.

Section 3. Authorization for Legal Action: At a regular or special meeting, if a resolution seeks authorization for legal action in the name of the Association, adoption shall require a favorable vote by 36 of the members of the Association.



## **ARTICLE X**

### **Informal Expression of Opinion**

During the period between regular meetings, the President, the Executive Committee, or any four members may request an informal expression of opinion from the members. When such a request has been made, the Executive Director shall obtain such expression of opinion by mailing statements or questionnaires to the members.

## **ARTICLE XI**

### **Regional Organization (Revised June 1995)**

Members of the Association shall be grouped into the following four Regional Conferences:

The Eastern Regional Conference shall be composed of the Attorneys General of Connecticut, Delaware, the District of Columbia, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Puerto Rico, and the Virgin Islands.

The Midwestern Regional Conference shall be composed of the Attorneys General of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, Ohio and Wisconsin.

The Southern Regional Conference shall be composed of the Attorneys General of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia and West Virginia.

The Western Regional Conference shall be composed of the Attorneys General of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington, Wyoming, American Samoa, Guam and the Northern Mariana Islands.

Each Regional Conference shall elect at the summer meeting of the Association a regional chairman and a regional vice chairman who shall serve for the same term as the officer of the Association. The names of the regional officers shall be certified by the Regional Conference to the Association and each regional chairman or their designee shall become a member of the Executive Committee of the Association for the ensuing term. The regional vice chairman shall succeed to and complete the term of office of the regional chairman in the event that the chairman shall resign or otherwise be unable to serve, the chairman shall appoint a vice chairman to fill the remainder of the term. Meetings of the Regional Conferences may be held from time to time on call of the regional chairman.

## **ARTICLE XII**

### **Amendments**

This Constitution and any amendments thereto may be adopted at any legal meeting by a vote of 36 members of the Association, when notice has been duly given to the members at least ten days prior to the meeting. Amendments for which such notice has not been given may be adopted tentatively by similar vote at any meeting, and shall become final when communicated to the members unless within ten days thereafter ten members dissent. At any such meeting at which 36 members are not present, the amendment may be tentatively adopted by a two-thirds majority of those present and finally adopted by mail-in vote, provided a total of 36 members including those who voted at the meeting, have approved the amendment within 30 days.

As used herein, the masculine shall include the feminine and the feminine shall include the masculine.

## **ARTICLE XIII**

### **Dissolution**

In the event of the dissolution of the Association, any assets of the Association shall be distributed to the member jurisdictions in the proportion in which each jurisdiction contributed to the support of the Association in the year preceding dissolution. Any assets so distributed to a member jurisdiction shall be used for a public purpose.

As Amended June 23, 1995

**NATIONAL ASSOCIATION OF ATTORNEYS GENERAL  
BYLAWS**

**ARTICLE I**

**Name and Purpose**

No proposed bylaws.

**ARTICLE II**

**Membership**

No proposed bylaws.

**ARTICLE III**

**Meetings**

Section 1. Voting by Proxy. At any regular, special or committee meeting, a deputy or assistant who officially represents an Attorney General by written proxy shall be counted in determining a quorum and shall be entitled to vote on behalf of the Attorney General. Except as provided in Section 2, there shall be no voting by proxy at the Executive and Budget Committees.

Section 2. Voting by Proxy, Executive or Budget Committee. A member of the Executive or Budget Committee may give a written proxy to another member of the Association, who upon presentation of such written proxy to the committee chair, shall be counted for quorum purposes and have the right to vote on all matters before the committee.

Section 3. Notice. Where the Association Constitution requires "ten days notice," that term shall mean ten days from any of the following: the date of the postmark, if the notice is in writing; the date a telegram is ordered, if the notice is by telegram or telegraph; or the date a verbal message is received by an Attorney General or the Attorney General's secretary or primary assistant, if the notice is given in person or by telephone.

Section 4. Committee Action in Writing. Any committee may take any committee action without a meeting, by the members thereof voting in writing. Proposals for committee action in writing shall be submitted to the committee chair and to the Executive Director of the Association by an Attorney General. The Executive Director shall distribute the proposals for committee action to all Attorneys General.

Section 5. Waiver of Notice. The attendance of any Association member, in person or by proxy, at a regular, special, or any committee meeting without protesting at the beginning of the meeting the lack of notice of such meeting, or the lack of notice on the substance of any action to be

proposed at such meeting, shall constitute a waiver of notice by the member.

ARTICLE IV  
Officers

No proposed bylaws.

ARTICLE V  
Executive Committee

No proposed bylaws.

ARTICLE VI  
Other Committees

Section 1. Committees. Standing committees may be created or terminated by action of a majority of the members at any regular or special meeting of the Association. Special or ad hoc committees may be created by similar action, or by the President with the approval of the Executive Committee. Nothing in this section is intended to govern the selection of a Nominating or Resolutions Committee, as called for in Sections 4 and 5 of Article VI of the NAAG Constitution.

Section 2. Committee Staffing. Any new standing, special, or ad hoc committees may be staffed by the Association staff only if the Budget and Executive Committees recommend, and the Association adopts or approves provisions to fund such new endeavors.

Section 3. Duties of Committee Chairs. General guidelines on the duties and responsibilities of committee chairs are as follows:

1. In general terms, each committee chair is expected to devote personal attention to the work of the committees rather than delegating all duties to their personal staffs or to the NAAG staff. This work includes attendance at committee meetings at the summer and winter meetings, committee seminars, as well as the spring meeting in Washington, D.C. In addition, each chair should designate a staff person to consult with the Association staff and the President's staff on a day-to-day basis with respect to routine committee matters.

2. In consultation with NAAG staff, the committee chairs will develop the agendas for the committee meetings and continuing legal education seminars. It is expected that the chair will consult with the vice-chair and other interested Attorneys General in sitting agendas.

3. NAAG staff will consult with the chairs with respect to the dates, locations and agendas of seminars; final approval rests with each committee chair. Among other factors that NAAG staff will consider in proposing tentative dates and locations for meetings are the scheduling of other meetings and seminars, invitations received from Attorneys General, and the general preference that has been expressed

by some members to hold at least some of the seminars in Washington, D.C. in order to decrease staff expenses and take advantage of federal agency and other resources available there.

4. All financial details of seminars will be finalized and coordinated by NAAG staff in consultation with the host Attorney General.

5. Invitations to NAAG seminars and meetings, including those to speakers and guests, are generally made by NAAG staff with the prior approval of committee chairs. Committee chairs are welcome to extend whatever personal invitations they desire. However, the meeting expenditures, budgets, agendas and meeting arrangements can be seriously affected by invitations being extended without the knowledge of the staff. Therefore, committee chairs should consult with NAAG staff before extending any such invitations.

6. Under the Constitution, Article VI, Section 2, committees make recommendations to the Association for policy positions (resolutions) within their substantive areas. Committees cannot themselves take positions, nor do committee chairs as committee chairs. Each committee chair should ensure that policy statements that are personal views and not the position of the Association are conveyed as such.

7. Committee chairs may be called upon from time to time to provide testimony to Congress and possibly federal agencies on matters within their committee's jurisdiction. The NAAG staff should be advised of invitations to testify received directly from a congressional committee. If the testimony concerns a matter on which the Association has adopted a position, a copy of any testimony should be provided to the NAAG office in advance of the hearing, so that staff can review it for consistency with the Association's official position, previous testimony on the issue, and coordination with other testimony being provided by Attorneys General.

## ARTICLE VII

### Dues

No proposed bylaws.

## ARTICLE VIII

### Other Charges

No proposed bylaws.

## ARTICLE IX

### Resolutions

Section 1. Policy statements or resolutions shall come before the Association in the manner set forth in Article IX of the Constitution. Resolutions addressing federal legislation shall be limited to those matters that diminish or enhance the powers, duties and responsibilities of the Office of Attorney General or preempts state law. Policy statements or resolutions adopted by the Association shall remain in force and effect until rescinded or superseded by the Association.

Section 2. The resolutions and policy positions of the Association shall be adopted only after the members have had adequate time to study the proposed policies. A member who desires to propose a resolution should send a copy to the President, the chairman of the appropriate committee and the Executive Director at the earliest opportunity. Proposed resolutions should be sent out at least ten days in advance of the meeting.

## ARTICLE X

### Informal Expression of Opinion

No proposed bylaws.

## ARTICLE XI

### Regional Organization

No proposed bylaws.

## ARTICLE XII

### Adoption and Amendment of Bylaws

Section 1. Adoption and Amendment of Bylaws. The membership of the Association may, by a majority vote of those present at any regular or special meeting, adopt, alter, amend, or repeal these bylaws, provided that a quorum is present, including proxies. The substance of such bylaws proposed to be adopted, altered, amended, or repealed shall be contained in the notice calling such meeting required by Article III, Section 6 of the Constitution of the Association.

## ARTICLE XIII

Dissolution

No proposed bylaws.

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